

United States Bankruptcy Court
Northern District of California

In re **CMR Mortgage Fund III, LLC**

Debtor

Case No. **09-30802**Chapter **11**

SUMMARY OF SCHEDULES

Indicate as to each schedule whether that schedule is attached and state the number of pages in each. Report the totals from Schedules A, B, D, E, F, I, and J in the boxes provided. Add the amounts from Schedules A and B to determine the total amount of the debtor's assets. Add the amounts of all claims from Schedules D, E, and F to determine the total amount of the debtor's liabilities. Individual debtors must also complete the "Statistical Summary of Certain Liabilities and Related Data" if they file a case under chapter 7, 11, or 13.

NAME OF SCHEDULE	ATTACHED (YES/NO)	NO. OF SHEETS	ASSETS	LIABILITIES	OTHER
A - Real Property	Yes	1	0.00		
B - Personal Property	Yes	10	46,391.00		
C - Property Claimed as Exempt	No	0			
D - Creditors Holding Secured Claims	Yes	1		0.00	
E - Creditors Holding Unsecured Priority Claims (Total of Claims on Schedule E)	Yes	3		0.00	
F - Creditors Holding Unsecured Nonpriority Claims	Yes	9		3,841,097.76	
G - Executory Contracts and Unexpired Leases	Yes	1			
H - Codebtors	Yes	1			
I - Current Income of Individual Debtor(s)	No	0			N/A
J - Current Expenditures of Individual Debtor(s)	No	0			N/A
Total Number of Sheets of ALL Schedules		26			
			Total Assets	46,391.00	
					Total Liabilities
					3,841,097.76

United States Bankruptcy Court
Northern District of California

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

Chapter **11**

STATISTICAL SUMMARY OF CERTAIN LIABILITIES AND RELATED DATA (28 U.S.C. § 159)

If you are an individual debtor whose debts are primarily consumer debts, as defined in § 101(8) of the Bankruptcy Code (11 U.S.C. § 101(8)), filing a case under chapter 7, 11 or 13, you must report all information requested below.

Check this box if you are an individual debtor whose debts are NOT primarily consumer debts. You are not required to report any information here.

This information is for statistical purposes only under 28 U.S.C. § 159.

Summarize the following types of liabilities, as reported in the Schedules, and total them.

Type of Liability	Amount
Domestic Support Obligations (from Schedule E)	
Taxes and Certain Other Debts Owed to Governmental Units (from Schedule E)	
Claims for Death or Personal Injury While Debtor Was Intoxicated (from Schedule E) (whether disputed or undisputed)	
Student Loan Obligations (from Schedule F)	
Domestic Support, Separation Agreement, and Divorce Decree Obligations Not Reported on Schedule E	
Obligations to Pension or Profit-Sharing, and Other Similar Obligations (from Schedule F)	
TOTAL	

State the following:

Average Income (from Schedule I, Line 16)	
Average Expenses (from Schedule J, Line 18)	
Current Monthly Income (from Form 22A Line 12; OR, Form 22B Line 11; OR, Form 22C Line 20)	

State the following:

1. Total from Schedule D, "UNSECURED PORTION, IF ANY" column		
2. Total from Schedule E, "AMOUNT ENTITLED TO PRIORITY" column		
3. Total from Schedule E, "AMOUNT NOT ENTITLED TO PRIORITY, IF ANY" column		
4. Total from Schedule F		
5. Total of non-priority unsecured debt (sum of 1, 3, and 4)		

In re **CMR Mortgage Fund III, LLC** Debtor

Case No. 09-30802

SCHEDULE A - REAL PROPERTY

Except as directed below, list all real property in which the debtor has any legal, equitable, or future interest, including all property owned as a cotenant, community property, or in which the debtor has a life estate. Include any property in which the debtor holds rights and powers exercisable for the debtor's own benefit. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor holds no interest in real property, write "None" under "Description and Location of Property."

Do not include interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If an entity claims to have a lien or hold a secured interest in any property, state the amount of the secured claim. See Schedule D. If no entity claims to hold a secured interest in the property, write "None" in the column labeled "Amount of Secured Claim." If the debtor is an individual or if a joint petition is filed, state the amount of any exemption claimed in the property only in Schedule C - Property Claimed as Exempt.

Description and Location of Property	Nature of Debtor's Interest in Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption	Amount of Secured Claim
Debtor owns membership interests in various LLC's, which own real property; debtor owns no real property.			0.00	0.00

0 continuation sheets attached to the Schedule of Real Property

(Report also on Summary of Schedules)

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 3 of 29 (Report also on Summary of Schedules)
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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

Except as directed below, list all personal property of the debtor of whatever kind. If the debtor has no property in one or more of the categories, place an "x" in the appropriate position in the column labeled "None." If additional space is needed in any category, attach a separate sheet properly identified with the case name, case number, and the number of the category. If the debtor is married, state whether husband, wife, both, or the marital community own the property by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the debtor is an individual or a joint petition is filed, state the amount of any exemptions claimed only in Schedule C - Property Claimed as Exempt.

Do not list interests in executory contracts and unexpired leases on this schedule. List them in Schedule G - Executory Contracts and Unexpired Leases.

If the property is being held for the debtor by someone else, state that person's name and address under "Description and Location of Property." If the property is being held for a minor child, simply state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
1. Cash on hand	X			
2. Checking, savings or other financial accounts, certificates of deposit, or shares in banks, savings and loan, thrift, building and loan, and homestead associations, or credit unions, brokerage houses, or cooperatives.		Wells Fargo Bank Account No. 412-1479968	-	449.00
		Bank of America Account No. 14591-43008	-	5,567.00
3. Security deposits with public utilities, telephone companies, landlords, and others.	X			
4. Household goods and furnishings, including audio, video, and computer equipment.	X			
5. Books, pictures and other art objects, antiques, stamp, coin, record, tape, compact disc, and other collections or collectibles.	X			
6. Wearing apparel.	X			
7. Furs and jewelry.	X			
8. Firearms and sports, photographic, and other hobby equipment.	X			
9. Interests in insurance policies. Name insurance company of each policy and itemize surrender or refund value of each.		Various Real Property and Liability Insurance Policies	-	0.00
10. Annuities. Itemize and name each issuer.	X			
			Sub-Total > (Total of this page)	6,016.00

9 continuation sheets attached to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 4 of

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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
11. Interests in an education IRA as defined in 26 U.S.C. § 530(b)(1) or under a qualified State tuition plan as defined in 26 U.S.C. § 529(b)(1). Give particulars. (File separately the record(s) of any such interest(s). 11 U.S.C. § 521(c).)	X			
12. Interests in IRA, ERISA, Keogh, or other pension or profit sharing plans. Give particulars.	X			
13. Stock and interests in incorporated and unincorporated businesses. Itemize.		<p>3203 Thirty-Fifth Ave, LLC</p> <p>Debtor holds 25.0% of the membership interests in this LLC, which owns mixed use (commercial/residential) property, located at 3202 35th Avenue in Oakland, California (Loan No. 05-018).</p> <p>2 Aster, LLC</p> <p>Debtor holds 10.8% of the membership interests in this LLC, which owns 28.34 acres (118 tentative lots) of real property, located in Victorville, California (Loan No. 06-012).</p> <p>724 Glenwood, LLC</p> <p>Debtor holds 98.6% of the membership interests in this LLC, which owns 28.2 acres of real property, located at 724-808 E. Glenwood in Turlock, California (Loan No. 06-061). Debtor holds a claim against this entity for pre-foreclosure advances (see Item 18).</p> <p>3626 Main, LLC</p> <p>Debtor holds 12.1% of the membership interests in this LLC, which owns 7,000 sq. ft. industrial property, located at 3626 Main Street in San Diego, California (Loan No. 06-017). Debtor holds a claim against this entity for pre-foreclosure advances (see Item 18).</p>		Unknown
				0.00

Sub-Total >
(Total of this page)Sheet 1 of 9 continuation sheets attached
to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 5 of

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In re CMR Mortgage Fund III, LLC

Case No. 09-30802

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Sheet 2 of 9 continuation sheets attached
to the Schedule of Personal Property

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		721 5th St, LLC Claim: \$1,178.00 Basis: Short-term loan. Collectability of claim is uncertain. NOTE: This entity owns mixed use sites (duplex, restaurant), located at 721 and 745 5th Street in Oakland, California (Loan No. 04-052). Debtor holds no ownership interest in this LLC.	-	Unknown
		3 CCAM, LLC Claim: \$11,261.00 Basis: Short-term loan. Collectability of claim is uncertain. NOTE: This entity owns no assets (all assets sold prior to petition date). Debtor holds no ownership interest in this LLC.	-	Unknown
		3626 Main, LLC Claim: \$36,561.00 Basis: Overpaid advances. Collectability of claim is uncertain. NOTE: This entity owns 7,000 sq. ft. industrial real property, located at 3626 Main Street in San Diego (Loan No. 06-017). Debtor holds an ownership interest in this LLC (see Item 13).	-	Unknown
		Additional claims against various LLC's: Less than \$5,000.00	-	Unknown
17. Alimony, maintenance, support, and property settlements to which the debtor is or may be entitled. Give particulars.	X			
18. Other liquidated debts owed to debtor including tax refunds. Give particulars.		Loan No. 04-005 Borrower: John Franklin Hein, Trustee Principal: \$1,563,500.00 Debtor's Interest: 26.5% Lien Position: First Collateral: Unimproved land located at Mira Mesa in San Diego, California Accounting: Non-Accrual Collectability is uncertain; value of collateral is unknown.	-	Unknown
				Sub-Total > 0.00 (Total of this page)

Sheet 3 of 9 continuation sheets attached
to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 7 of 38

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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Loan No. 05-024	-	Unknown
		<p>Borrower: Patrick D. Fitzgerald Principal: \$100,000.00 Debtor's Interest: 10.0% Lien Position: First Collateral: Unimproved land (vacant lot) located at Vya, Nevada Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 05-052A	-	Unknown
		<p>Borrower: Veasy & Horner Development, LLC Principal: \$74,499.00 Debtor's Interest: 3.5% Lien Position: First, Second & Third Collateral: Commercial land located at 3951 E. Clay Avenue in Fresno, California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 05-061B	-	Unknown
		<p>Borrower: Dyer Mountain Associates, LLC Principal: \$4,149,749.00 Debtor's Interest: 41.5% Lien Position: Second Collateral: 7,025 acres unimproved land located in Lassen and Plumas Counties in California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 05-061C	-	Unknown
		<p>Borrower: Dyer Mountain Associates, LLC Principal: \$2,000,000.00 Debtor's Interest: 20.0% Lien Position: Third Collateral: 7,025 acres unimproved land located in Lassen and Plumas Counties in California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
				Sub-Total >
				0.00
			(Total of this page)	

Sheet 4 of 9 continuation sheets attached
to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 8 of

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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Loan No. 06-013	-	Unknown
		<p>Borrower: Paula R. Mulugeta Principal: \$200,000.00 Debtor's Interest: 20.0% Lien Position: Second Collateral: Mixed use land located at 5401 Bran Street in Oakland, California Accounting: Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 06-023	-	Unknown
		<p>Borrower: MB Property Development II, LLC Principal: \$3,350,000.00 Debtor's Interest: 36.6% Lien Position: Third Collateral: 259 acres of unimproved land located in Myrtle Beach, South Carolina Accounting: Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 06-027	-	Unknown
		<p>Borrower: Sheldon-Laguna Properties, LLC Principal: \$2,450,000.00 Debtor's Interest: 61.3% Lien Position: Mixed Collateral: Unimproved land located at 731 Nelson Lane in Lincoln, California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 06-057	-	Unknown
		<p>Borrower: Pfau, Pfau & Pfau, LLC Principal: \$6,160,000.00 Debtor's Interest: 61.6% Lien Position: Second & Third Collateral: Approximately 28,000 acres of unimproved land located in Fresno, California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
				Sub-Total >
				0.00
			(Total of this page)	

Sheet 5 of 9 continuation sheets attached
to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 9 of

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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Loan No. 06-058		Unknown
		<p>Borrower: Pfau, Pfau & Pfau, LLC - Ray Gray Principal: \$2,972,000.00 Debtor's Interest: 20.8% Lien Position: Second & Third Collateral: Approximately 28,000 acres of unimproved land located in Fresno, California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 007-004		Unknown
		<p>Borrower: Halekua Development Corporation Principal: \$7,280,974.00 Debtor's Interest: 17.4% Lien Position: First Collateral: Unimproved land (Lot 3, Royal Kunia Subdivision II Project), located in Waipahu, Honolulu, Hawaii Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
		Loan No. 07-017		Unknown
		<p>Borrower: Byron Park II Limited Partnership Principal: \$1,685,000.00 Debtor's Interest: 93.6% Lien Position: Mixed Collateral: Unimproved land located at 11844 Old Tunnel Road in Grass Valley, California Accounting: Non-Accrual Collectibility is uncertain; value of collateral is unknown.</p>		
				Sub-Total > 0.00
				(Total of this page)

Sheet 6 of 9 continuation sheets attached
to the Schedule of Personal Property

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		Loan No. 07-037		Unknown
		<p>Borrower: MB Property Development II, LLC</p> <p>Principal: \$2,000,000.00</p> <p>Debtor's Interest: 40.0%</p> <p>Lien Position: Fourth</p> <p>Collateral: Unimproved land (694 lots) located in Withers Preserve, Myrtle Beach, South Carolina</p> <p>Accounting: Accrual</p> <p>Collectability is uncertain; value of collateral is unknown.</p>		
		TOTAL NOTES RECEIVABLE: \$33,985,723.00		
		<p>NOTE: Values are book principal balances, without valuation reserves. Some loans are secured by multiple properties, and lien priority may differ depending on the property.</p>		
		2 Antioch, LLC		Unknown
		<p>Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$31,344.00. Collectability of this claim is uncertain.</p> <p>NOTE: This LLC owns 50.01 acres (209 proposed lots and 11 acres commercial), located at Laurel Ranch in Antioch, California (Loan No. 06-071B).</p> <p>Debtor holds an ownership interest in this LLC (see Item 13).</p>		
		3626 Main, LLC		Unknown
		<p>Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$27,058.00. Collectability of this claim is uncertain.</p> <p>NOTE: This LLC owns 7,000 sq. ft. industrial real property, located at 3626 Main Street in San Diego (Loan No. 06-017). Debtor holds an ownership interest in this LLC (see Item 13).</p>		
		721 5th Street, LLC		Unknown
		<p>Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$1,960.00. Collectability of this claim is uncertain.</p> <p>NOTE: This LLC owns mixed use sites (Duplex, Restaurant), located at 721 and 745 5th Street in Oakland, California (Loan No. 04-052). Debtor holds no ownership interest in this LLC.</p>		
				Sub-Total > 0.00
				(Total of this page)

Sheet 7 of 9 continuation sheets attached
to the Schedule of Personal Property

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

SCHEDULE B - PERSONAL PROPERTY

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
		724 Glenwood, LLC		Unknown
		Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$48,996.00. Collectibility of this claim is uncertain. NOTE: This LLC owns 28.2 acres of real property, located at 724-808 E. Glenwood in Turlock, California (Loan No. 06-061). Debtor holds an ownership interest in this LLC (see Item 13).		
		5 Casa Grande, LLC		Unknown
		Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$683,216.00. Collectibility of this claim is uncertain. NOTE: This LLC owns 900 acres (3,300 total lots), located at Casa Grande in Arizona (Loan No. 06-038B). Debtor holds no ownership interest in this LLC.		
		Hamilton Creek, LLC		Unknown
		Debtor holds a claim against this entity for pre-foreclosure advances in the amount of \$1,083,216.00. Collectibility of this claim is uncertain. NOTE: This entity filed a voluntary chapter 11 petition on September 16, 2008 (Case No. 08-31285). This LLC owns two pieces of real property, as follows: (A) 145 acres of land (development site), located at One Quarry Road in Brisbane, California (Loan No. 06-038B); and (B) one parking lot, located at 311 Aspen Avenue in South San Francisco, California (Loan No. 05-062). Debtor holds an ownership interest in this LLC (see Item 13).		
		Additional claims against LLC's for pre-foreclosure advances: Less than \$5,000.00.		Unknown
19. Equitable or future interests, life estates, and rights or powers exercisable for the benefit of the debtor other than those listed in Schedule A - Real Property.	X			
20. Contingent and noncontingent interests in estate of a decedent, death benefit plan, life insurance policy, or trust.	X			

Sub-Total >
(Total of this page)

0.00

Sheet **8** of **9** continuation sheets attached
to the Schedule of Personal Property

Case: 09-30802 Doc# 25 Filed: 04/21/09 Entered: 04/21/09 19:55:38 Page 12 of 12

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In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE B - PERSONAL PROPERTY**

(Continuation Sheet)

Type of Property	N O N E	Description and Location of Property	Husband, Wife, Joint, or Community	Current Value of Debtor's Interest in Property, without Deducting any Secured Claim or Exemption
21. Other contingent and unliquidated claims of every nature, including tax refunds, counterclaims of the debtor, and rights to setoff claims. Give estimated value of each.		Personal guarantees of loans listed under Item 18. Collectability is uncertain.	-	Unknown
22. Patents, copyrights, and other intellectual property. Give particulars.	X			
23. Licenses, franchises, and other general intangibles. Give particulars.		California Finance Lender's License	-	0.00
24. Customer lists or other compilations containing personally identifiable information (as defined in 11 U.S.C. § 101(41A)) provided to the debtor by individuals in connection with obtaining a product or service from the debtor primarily for personal, family, or household purposes.		Confidential proprietary customer list.	-	Unknown
25. Automobiles, trucks, trailers, and other vehicles and accessories.	X			
26. Boats, motors, and accessories.	X			
27. Aircraft and accessories.	X			
28. Office equipment, furnishings, and supplies.	X			
29. Machinery, fixtures, equipment, and supplies used in business.	X			
30. Inventory.	X			
31. Animals.	X			
32. Crops - growing or harvested. Give particulars.	X			
33. Farming equipment and implements.	X			
34. Farm supplies, chemicals, and feed.	X			
35. Other personal property of any kind not already listed. Itemize.		Prepaid expenses for tax preparation (\$40,375.00)	-	40,375.00
			Sub-Total > (Total of this page)	40,375.00
			Total >	46,391.00

Sheet 9 of 9 continuation sheets attached
to the Schedule of Personal Property

(Report also on Summary of Schedules)

SCHEDULE D - CREDITORS HOLDING SECURED CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number of all entities holding claims secured by property of the debtor as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. List creditors holding all types of secured interests such as judgment liens, garnishments, statutory liens, mortgages, deeds of trust, and other security interests.

List creditors in alphabetical order to the extent practicable. If a minor child is the creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed R. Bankr. P. 1007(m). If all secured creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns).

Total the columns labeled "Amount of Claim Without Deducting Value of Collateral" and "Unsecured Portion, if Any" in the boxes labeled "Total(s)" on the last sheet of the completed schedule. Report the total from the column labeled "Amount of Claim Without Deducting Value of Collateral" also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report the total from the column labeled "Unsecured Portion, if Any" on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding secured claims to report on this Schedule D.

CREDITOR'S NAME AND MAILING ADDRESS INCLUDING ZIP CODE AND AN ACCOUNT NUMBER <i>(See Instructions Above)</i>	Husband, Wife, Joint or Community						AMOUNT OF CLAIM WITHOUT DEDUCTING VALUE OF COLLATERAL	UNSECURED PORTION, IF ANY
	C O D E B T O R	H W J C	D A T E C R	DATE CLAIM WAS INCURRED, NATURE OF LIEN, AND DESCRIPTION AND VALUE OF PROPERTY SUBJECT TO LIEN				
			C O N T I I N G E N T	U N L I P U N G D A T E D	D I S P U T E D			
There are various liens against real property owned by LLC's in which Debtor holds membership interests, but Debtor owns no real property and there are no liens against Debtor's assets.								
Total(s) (Use only on last page)							\$0.00	\$0.00

(Report also on
Summary of Schedules)

If applicable, report
also on Statistical
Summary of Certain
Liabilities and Related
Data)

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

A complete list of claims entitled to priority, listed separately by type of priority, is to be set forth on the sheets provided. Only holders of unsecured claims entitled to priority should be listed in this schedule. In the boxes provided on the attached sheets, state the name, mailing address, including zip code, and last four digits of the account number, if any, of all entities holding priority claims against the debtor or the property of the debtor, as of the date of the filing of the petition. Use a separate continuation sheet for each type of priority and label each with the type of priority.

The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H-Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community." If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of claims listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all claims listed on this Schedule E in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules.

Report the total of amounts entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Report the total of amounts not entitled to priority listed on each sheet in the box labeled "Subtotals" on each sheet. Report the total of all amounts not entitled to priority listed on this Schedule E in the box labeled "Totals" on the last sheet of the completed schedule. Individual debtors with primarily consumer debts report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured priority claims to report on this Schedule E.

TYPES OF PRIORITY CLAIMS (Check the appropriate box(es) below if claims in that category are listed on the attached sheets)

Domestic Support Obligations

Claims for domestic support that are owed to or recoverable by a spouse, former spouse, or child of the debtor, or the parent, legal guardian, or responsible relative of such a child, or a governmental unit to whom such a domestic support claim has been assigned to the extent provided in 11 U.S.C. § 507(a)(1).

Extensions of credit in an involuntary case

Claims arising in the ordinary course of the debtor's business or financial affairs after the commencement of the case but before the earlier of the appointment of a trustee or the order for relief. 11 U.S.C. § 507(a)(3).

Wages, salaries, and commissions

Wages, salaries, and commissions, including vacation, severance, and sick leave pay owing to employees and commissions owing to qualifying independent sales representatives up to \$10,950* per person earned within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(4).

Contributions to employee benefit plans

Money owed to employee benefit plans for services rendered within 180 days immediately preceding the filing of the original petition, or the cessation of business, whichever occurred first, to the extent provided in 11 U.S.C. § 507(a)(5).

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS

(Continuation Sheet)

Certain farmers and fishermen

Claims of certain farmers and fishermen, up to 5,400* per farmer or fisherman, against the debtor, as provided in 11 U.S.C. § 507(a)(6).

Deposits by individuals

Claims of individuals up to \$2,425* for deposits for the purchase, lease, or rental of property or services for personal, family, or household use, that were not delivered or provided. 11 U.S.C. § 507(a)(7).

Taxes and Certain Other Debts Owed to Governmental Units

Taxes, customs duties, and penalties owing to federal, state, and local governmental units as set forth in 11 U.S.C. §507(a)(8).

Commitments to Maintain the Capital of an Insured Depository Institution

Claims based on commitments to the FDIC, RTC, Director of the Office of Thrift Supervision, Comptroller of the Currency, or Board of Governors of the Federal Reserve System, or their predecessors or successors, to maintain the capital of an insured depository institution. 11 U.S.C. § 507(a)(9).

Claims for Death or Personal Injury While Debtor Was Intoxicated

Claims for death or personal injury resulting from the operation of a motor vehicle or vessel while the debtor was intoxicated from using alcohol, a drug, or another substance. 11 U.S.C. § 507(a)(10).

* Amounts are subject to adjustment on April 1, 2010, and every three years thereafter with respect to cases commenced on or after the date of adjustment.

SCHEDULE E - CREDITORS HOLDING UNSECURED PRIORITY CLAIMS
(Continuation Sheet)

**Taxes and Certain Other Debts
Owed to Governmental Units**

Type of Priority

CREDITOR'S NAME, AND MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See Instructions.)	C O D E B T O R	Husband, Wife, Joint , or Community	DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM					AMOUNT NOT ENTITLED TO PRIORITY, IF ANY	AMOUNT ENTITLED TO PRIORITY
				C O N T I N G E N T	U N L I Q U I D A T E D	D I S P U T E D	AMOUNT OF CLAIM		
Account No.									0.00
Franchise Tax Board Bankruptcy Unit PO Box 2952 Sacramento, CA 95812	N A	NOTICE ONLY						\$0.00	\$0.00
Account No.								0.00	
Internal Revenue Service PO Box 21126 Philadelphia, PA 19114-0326	N A	NOTICE ONLY						\$0.00	\$0.00
Subtotals: (Totals of this page)				0.00	0.00	0.00			
Total: (Use only on last page of the completed Schedule E. Repeat also on the Summary of Schedules.)				0.00	0.00	0.00			
Totals: (Use only on last page of the completed Schedule E. If applicable, report also on the Statistical Summary of Certain Liabilities and Related Data.)				0.00	0.00	0.00			

In re **CMR Mortgage Fund III, LLC** Debtor

Case No. 09-30802

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

State the name, mailing address, including zip code, and last four digits of any account number, of all entities holding unsecured claims without priority against the debtor or the property of the debtor, as of the date of filing of the petition. The complete account number of any account the debtor has with the creditor is useful to the trustee and the creditor and may be provided if the debtor chooses to do so. If a minor child is a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m). Do not include claims listed in Schedules D and E. If all creditors will not fit on this page, use the continuation sheet provided.

If any entity other than a spouse in a joint case may be jointly liable on a claim, place an "X" in the column labeled "Codebtor," include the entity on the appropriate schedule of creditors, and complete Schedule H - Codebtors. If a joint petition is filed, state whether the husband, wife, both of them, or the marital community may be liable on each claim by placing an "H," "W," "J," or "C" in the column labeled "Husband, Wife, Joint, or Community."

If the claim is contingent, place an "X" in the column labeled "Contingent." If the claim is unliquidated, place an "X" in the column labeled "Unliquidated." If the claim is disputed, place an "X" in the column labeled "Disputed." (You may need to place an "X" in more than one of these three columns.)

Report the total of all claims listed on this schedule in the box labeled "Total" on the last sheet of the completed schedule. Report this total also on the Summary of Schedules and, if the debtor is an individual with primarily consumer debts, report this total also on the Statistical Summary of Certain Liabilities and Related Data.

Check this box if debtor has no creditors holding unsecured claims to report on this Schedule F.

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
						Account No.
Baumann, Paul F. Trustee 486 Eureka Street San Francisco, CA 94114	H W J C	Outstanding checks				5.00
California Mortgage & Realty, Inc. 62 First Street, Fourth Floor San Francisco, CA 94105	-	Servicing & Management Fees NOTE: This company is the Manager of Debtor. Subject to setoff.				1,132,848.00
CB Richard Ellis Real Estate Broker 101 California Street, 44th Floor San Francisco, CA 94111	-	Broker Fees Matures only upon sale of real property owned by certain LLC's in which the Debtor holds membership interests				1,794.40
City of Oakland 250 Frank H. Ogawa Plaza, 2nd Floor Oakland, CA 94612	-	Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X			1,248.00
						Subtotal (Total of this page)
8	continuation sheets attached					1,135,895.40

8 continuation sheets attached

Subtotal

(Total of this page)

1.12E-00E-40

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Outstanding checks				
Clawson, Donald 836 McLaughlin Street Richmond, CA 94805	-					75.00
Account No.		Advances NOTE: This entity filed a voluntary chapter 11 petition on March 31, 2009 (Case No. 09-30788) Subject to setoff.				
CMR Mortgage Fund II, LLC 62 First Street, Fourth Floor San Francisco, CA 94105	-					1,427,068.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.		X		
Contra Costa County Tax Collector 730 Las Juntas Street 925-646-2360 Martinez, CA 94553	-					122,457.88
Account No.		Corporate Services				
CT Corp ATTN: Megan Slocum 1350 Treat Blvd. (925) 287-2911 Walnut Creek, CA 94597	-					1,218.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.		X		
CT Corp 1350 Treat Blvd. Walnut Creek, CA 94597	-					790.88
Sheet no. <u>1</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			1,551,609.76

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Dick Larsen Treasurer Tax Collector 172 W.Third Street, 1st Floor San Bernardino, CA 92415	-		X		
13,429.46					
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
DK Consulting 1440 Maria Lane, Suite 200 925 932-6868 Walnut Creek, CA 94596	-		X		
4,575.00					
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Donald White Alameda County Tax Collector 1221 Oak Street Oakland, CA 94612	-		X		
28,116.04					
Account No.		07/11/2008 Environmental Consulting Services			
EnviroDetics, Inc. ATTN: Darrin Domingo 1379 Part Western Drive #184 (310) 832-2300 San Pedro, CA 90732	-				
5,500.00					
Account No.		Title Insurance and Escrow Fees			
Fidelity National Title Company 209 Kearny Street, 2nd Floor (415) 981-5720 San Francisco, CA 94108	-	Matures only upon sale of real property owned by certain LLC's in which the Debtor holds membership interests			
70,617.69					
Sheet no. <u>2</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			
					122,238.19

In re CMR Mortgage Fund III, LLCCase No. 09-30802

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS

(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.						
Fidelity National title Company 209 Kearny Street, 2nd Floor 415-981-5720 San Francisco, CA 94108	-	Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X			45,136.56
Account No.						
First American Title Insurance Company 135 Main Street Ste. 1200 San Francisco, CA 94105	-	Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X			500.00
Account No.						
First Street Commercial Mort. Fund, LLC ATTN: David Choo 62 First Street, Fourth Floor (415) 974-1100 San Francisco, CA 94106	-	Underpaid Advances				9,896.00
Account No.						
Franchise Tax Board P.O. Box 942857 Perris, CA 92570	-	Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				4,000.00
Account No.						
Gordon B. Ford Stanislaus County Tax Collector 1010 Tenth St., Suite 2500 Modesto, CA 95354	-	Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X			30,742.80
Sheet no. <u>3</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			90,275.36

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	CONTINGENT	UNLIQUIDATED	DISPUTED	AMOUNT OF CLAIM
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Heckmann Communications 76 Lakeview Oakland, CA 94611	-		X			1,050.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X			
Jim Kennedy Yuba County Tax Collector 915 8th Street, Suite 103 Marysville, CA 95901	-					230,385.28
Account No.		6/30/2008 Attorney Fees				
L.A. Commercial Group, Inc. Law Office of Carol R. Hamilton 317 S. Brand Blvd. Glendale, CA 91204	-					12,251.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.				
Lee Buffington Tax Collector, San Mateo County Redwood City, CA 94063	-		X			133.65
Account No.		May 2008 through November 2008 Attorney Fees				
Orrick, Herrington & Sutcliffe LLP ATTN: MJ Pritchett 405 Howard Street (415) 773-5549 San Francisco, CA 94105-2669	X -	NOTE: Jointly owed with California Mortgage and Realty, Inc., CMR Mortgage Fund, LLC ("Fund I") and CMR Mortgage Fund II, LLC ("Fund II")				539,866.00
Sheet no. <u>4</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims			Subtotal (Total of this page)			783,685.93

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Orrick, Herrington & Sutcliffe LLP 405 Howard Street San Francisco, CA 94105-2669	-		X		
Account No.		10/31/2008 Accounting and Audit Services			
Perry-Smith LLP ATTN: Michael Soza One Embarcadero Center, Suite 1330 (415) 946-7447 San Francisco, CA 94111	-				17,650.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
PG&E P.O. Box 997300 Sacramento, CA 95997	-				25,309.72
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
Pinal County Treasurer P.O. Box 848 Florence, AZ 85232	-				38.17
Account No.		10/23/2008 Appraisal Fees			
Property Sciences ATTN: Paul Chandler 395 Taylor Blvd, Suite 250 (925) 246-7300 Pleasant Hill, CA 94523	-				4,000.00
Sheet no. <u>5</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			50,118.61

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Reuben & Junius, LLP 1 Bush Street, Suite 600 San Francisco, CA 94104	-		X		8,336.00
Account No.		September 2008 through October 2008 Trustee Fees			
S.B.S. Trust Deed Network ATTN: Julie Wanger 601 California Street, Suite 1501 El Granada, CA 94018	-				5,222.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
S.B.S. Trust Deed Network 601 California St, Suite 1501 San Francisco, CA 94108	-				5,266.73
Account No.		Outstanding checks			
S.B.S. Trust Deed Network 3194 La Baya Drive, Suite 106 Thousand Oaks, CA 91362	-				989.07
Account No.		Outstanding checks			
Sanabria, Licha 990 Baker Street San Francisco, CA 94115	-				759.62
Sheet no. <u>6</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			20,573.42

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.		NOTICE ONLY			
SEC 44 Montgomery Street, Suite 2600 San Francisco, CA 94104	-				0.00
Account No.		October 2008 through December 2008 Attorney Fees NOTE: \$40,361.00 owed jointly with CMR Mortgage Fund II, LLC			
Stein & Lubin LLP ATTN: Mark Lubin 600 Montgomery Street, 14th Floor (415) 981-0550 San Francisco, CA 94111	X				49,009.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
Stein & Lubin LLP 600 Montgomery Street, 14th Floor San Francisco, CA 94111	-				257.50
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
Sutter County Tax Collector 462 2nd Street Yuba City, CA 95991	-				449.00
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.	X		
Timken Johnson Hwag LLP 500 Ygnacio Valley Road, Suite 360 Walnut Creek, CA 94596	-				14,063.85
Sheet no. <u>7</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			63,779.35

In re CMR Mortgage Fund III, LLC,
DebtorCase No. 09-30802**SCHEDULE F - CREDITORS HOLDING UNSECURED NONPRIORITY CLAIMS**
(Continuation Sheet)

CREDITOR'S NAME, MAILING ADDRESS INCLUDING ZIP CODE, AND ACCOUNT NUMBER (See instructions above.)	CODE DEBTOR H W J C	Husband, Wife, Joint, or Community DATE CLAIM WAS INCURRED AND CONSIDERATION FOR CLAIM. IF CLAIM IS SUBJECT TO SETOFF, SO STATE.	AMOUNT OF CLAIM		
			CONTINGENT	UNLIQUIDATED	DISPUTED
Account No.		Expense owed by LLC in which Debtor holds an interest, necessary to preserve assets.			
Trowbridge, Jeffery D. 180 Grand Avenue Suite 1550 Oakland, CA 94612	-		X		
Account No.					
Trowbridge, Jeffery D. 180 Grand Avenue Suite 1550 Oakland, CA 94612	-				
Account No.		Outstanding checks			
ULB Construction 122 Stanbridge Lane Alameda, CA 94502	-				
Account No.		Advances			
Wheatland Holdings, LLC ATTN: Richard Johnson 62 First Street, Fourth Floor (415) 974-1100 San Francisco, CA 94106	-				
Account No.					
Sheet no. <u>8</u> of <u>8</u> sheets attached to Schedule of Creditors Holding Unsecured Nonpriority Claims		Subtotal (Total of this page)			<u>22,921.74</u>
		Total (Report on Summary of Schedules)			<u>3,841,097.76</u>

In re CMR Mortgage Fund III, LLC

Case No. _____

Debtor(s)

SCHEDULE G - EXECUTORY CONTRACTS AND UNEXPIRED LEASES

Describe all executory contracts of any nature and all unexpired leases of real or personal property. Include any timeshare interests. State nature of debtor's interest in contract, i.e., "Purchaser," "Agent," etc. State whether debtor is the lessor or lessee of a lease. Provide the names and complete mailing addresses of all other parties to each lease or contract described. If a minor child is a party to one of the leases or contracts, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no executory contracts or unexpired leases.

**NAME AND MAILING ADDRESS,
INCLUDING ZIP CODE,
OF OTHER PARTIES TO LEASE OR CONTRACT.**

**DESCRIPTION OF CONTRACT OR LEASE AND
NATURE OF DEBTOR'S INTEREST. STATE
WHETHER LEASE IS FOR NONRESIDENTIAL
REAL PROPERTY. STATE CONTRACT
NUMBER OF ANY GOVERNMENT CONTRACT.**

NOTE: Certain LLC's in which Debtor holds membership interests are parties to various leases and contracts, but the Debtor is not a party to any executory contracts or unexpired leases.

Sheet 1 of 1 total sheets in Schedule of
Executory Contracts and Unexpired Leases

In re **CMR Mortgage Fund III, LLC**Case No. **09-30802**

Debtor

SCHEDE H - CODEBTORS

Provide the information requested concerning any person or entity, other than a spouse in a joint case, that is also liable on any debts listed by debtor in the schedules of creditors. Include all guarantors and co-signers. If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within the eight year period immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state, commonwealth, or territory. Include all names used by the nondebtor spouse during the eight years immediately preceding the commencement of this case. If a minor child is a codebtor or a creditor, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. §112 and Fed. R. Bankr. P. 1007(m).

Check this box if debtor has no codebtors.

NAME AND ADDRESS OF CODEBTOR	NAME AND ADDRESS OF CREDITOR
California Mortgage and Realty, Inc. 62 First Street, Fourth Floor San Francisco, CA 94105	Orrick, Herrington & Sutcliffe LLP ATTN: MJ Pritchett 405 Howard Street (415) 773-5549 San Francisco, CA 94105-2669
CMR Mortgage Fund II, LLC 62 First Street, Fourth Floor San Francisco, CA 94105	Stein & Lubin LLP ATTN: Mark Lubin 600 Montgomery Street, 14th Floor (415) 981-0550 San Francisco, CA 94111
CMR Mortgage Fund II, LLC 62 First Street, Fourth Floor San Francisco, CA 94105	Orrick, Herrington & Sutcliffe LLP ATTN: MJ Pritchett 405 Howard Street (415) 773-5549 San Francisco, CA 94105-2669
CMR Mortgage Fund, LLC 62 First Street, Fourth Floor San Francisco, CA 94105	Orrick, Herrington & Sutcliffe LLP ATTN: MJ Pritchett 405 Howard Street (415) 773-5549 San Francisco, CA 94105-2669

United States Bankruptcy Court
Northern District of California

In re CMR Mortgage Fund III, LLC

Debtor(s)

Case No. 09-30802
Chapter 11

DECLARATION CONCERNING DEBTOR'S SCHEDULES

DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I, the Senior VP of Manager, California Mortgage and Realty, Inc. of the corporation named as debtor in this case, declare under penalty of perjury that I have read the foregoing summary and schedules, consisting of 28 sheets, and that they are true and correct to the best of my knowledge, information, and belief.

Date April 21, 2009

Signature /s/ Graham Seel

Graham Seel
Senior VP of Manager, California Mortgage and Realty,
Inc.

Penalty for making a false statement or concealing property: Fine of up to \$500,000 or imprisonment for up to 5 years or both.
18 U.S.C. §§ 152 and 3571.

United States Bankruptcy Court
Northern District of California

In re CMR Mortgage Fund III, LLC

Debtor(s)

Case No.
Chapter09-30802
11

STATEMENT OF FINANCIAL AFFAIRS

This statement is to be completed by every debtor. Spouses filing a joint petition may file a single statement on which the information for both spouses is combined. If the case is filed under chapter 12 or chapter 13, a married debtor must furnish information for both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed. An individual debtor engaged in business as a sole proprietor, partner, family farmer, or self-employed professional, should provide the information requested on this statement concerning all such activities as well as the individual's personal affairs. To indicate payments, transfers and the like to minor children, state the child's initials and the name and address of the child's parent or guardian, such as "A.B., a minor child, by John Doe, guardian." Do not disclose the child's name. See, 11 U.S.C. § 112; Fed. R. Bankr. P. 1007(m).

Questions 1 - 18 are to be completed by all debtors. Debtors that are or have been in business, as defined below, also must complete Questions 19 - 25. **If the answer to an applicable question is "None," mark the box labeled "None."** If additional space is needed for the answer to any question, use and attach a separate sheet properly identified with the case name, case number (if known), and the number of the question.

DEFINITIONS

"In business." A debtor is "in business" for the purpose of this form if the debtor is a corporation or partnership. An individual debtor is "in business" for the purpose of this form if the debtor is or has been, within six years immediately preceding the filing of this bankruptcy case, any of the following: an officer, director, managing executive, or owner of 5 percent or more of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership; a sole proprietor or self-employed full-time or part-time. An individual debtor also may be "in business" for the purpose of this form if the debtor engages in a trade, business, or other activity, other than as an employee, to supplement income from the debtor's primary employment.

"Insider." The term "insider" includes but is not limited to: relatives of the debtor; general partners of the debtor and their relatives; corporations of which the debtor is an officer, director, or person in control; officers, directors, and any owner of 5 percent or more of the voting or equity securities of a corporate debtor and their relatives; affiliates of the debtor and insiders of such affiliates; any managing agent of the debtor. 11 U.S.C. § 101.

1. Income from employment or operation of business

None



State the gross amount of income the debtor has received from employment, trade, or profession, or from operation of the debtor's business, including part-time activities either as an employee or in independent trade or business, from the beginning of this calendar year to the date this case was commenced. State also the gross amounts received during the **two years** immediately preceding this calendar year. (A debtor that maintains, or has maintained, financial records on the basis of a fiscal rather than a calendar year may report fiscal year income. Identify the beginning and ending dates of the debtor's fiscal year.) If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income of both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
\$275,660.00	January 1, 2009 through March 31, 2009 Gross interest income before deduction for servicing fees
\$3,078,544.00	January 1 through December 31, 2008 Gross interest income before deduction for servicing fees
\$5,257,496.00	January 1 through December 31, 2007 Gross interest income before deduction for servicing fees

2. Income other than from employment or operation of business

None State the amount of income received by the debtor other than from employment, trade, profession, or operation of the debtor's business during the **two years** immediately preceding the commencement of this case. Give particulars. If a joint petition is filed, state income for each spouse separately. (Married debtors filing under chapter 12 or chapter 13 must state income for each spouse whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

AMOUNT	SOURCE
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3. Payments to creditors

None *Complete a. or b., as appropriate, and c.*

a. *Individual or joint debtor(s) with primarily consumer debts.* List all payments on loans, installment purchases of goods or services, and other debts to any creditor made within **90 days** immediately preceding the commencement of this case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$600. Indicate with an (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS	AMOUNT PAID	AMOUNT STILL OWING
None <input checked="" type="checkbox"/> b. <i>Debtor whose debts are not primarily consumer debts:</i> List each payment or other transfer to any creditor made within 90 days immediately preceding the commencement of the case unless the aggregate value of all property that constitutes or is affected by such transfer is less than \$5,475. If the debtor is an individual, indicate with an asterisk (*) any payments that were made to a creditor on account of a domestic support obligation or as part of an alternative repayment schedule under a plan by an approved nonprofit budgeting and creditor counseling agency. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF CREDITOR	DATES OF PAYMENTS/ TRANSFERS	AMOUNT PAID OR VALUE OF TRANSFERS	AMOUNT STILL OWING
None <input checked="" type="checkbox"/> c. <i>All debtors:</i> List all payments made within one year immediately preceding the commencement of this case to or for the benefit of creditors who are or were insiders. (Married debtors filing under chapter 12 or chapter 13 must include payments by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)			

NAME AND ADDRESS OF CREDITOR AND RELATIONSHIP TO DEBTOR	DATE OF PAYMENT	AMOUNT PAID	AMOUNT STILL OWING
California Mortgage and Realty, Inc. 62 First Street, Fourth Floor San Francisco, CA 94105 California Mortgage and Realty, Inc. is the Manager of the Debtor	04/28/2008 - \$48,409.00 05/02/2008 - \$48,921.01 07/22/2008 - \$46,686.41 08/15/2008 - \$47,000.00 09/30/2008 - \$45,226.48 10/29/2008 - \$110,046.00 12/30/2008 - \$2,964.93 01/13/2009 - \$2,982.36 02/04/2009 - \$402.27 03/17/2009 - \$283.10	\$352,921.56	\$1,076,507.00

4. Suits and administrative proceedings, executions, garnishments and attachments

None a. List all suits and administrative proceedings to which the debtor is or was a party within **one year** immediately preceding the filing of this bankruptcy case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

CAPTION OF SUIT AND CASE NUMBER	NATURE OF PROCEEDING	COURT OR AGENCY AND LOCATION	STATUS OR DISPOSITION
Various LLC's in which Debtor holds membership interests are parties to proceedings, but Debtor is not a party to any proceeding.			

None b. Describe all property that has been attached, garnished or seized under any legal or equitable process within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON FOR WHOSE BENEFIT PROPERTY WAS SEIZED	DATE OF SEIZURE	DESCRIPTION AND VALUE OF PROPERTY
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5. Repossessions, foreclosures and returns

None List all property that has been repossessed by a creditor, sold at a foreclosure sale, transferred through a deed in lieu of foreclosure or returned to the seller, within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR OR SELLER	DATE OF REPOSSESSION, FORECLOSURE SALE, TRANSFER OR RETURN	DESCRIPTION AND VALUE OF PROPERTY
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6. Assignments and receiverships

None a. Describe any assignment of property for the benefit of creditors made within **120 days** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include any assignment by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF ASSIGNEE	DATE OF ASSIGNMENT	TERMS OF ASSIGNMENT OR SETTLEMENT
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None b. List all property which has been in the hands of a custodian, receiver, or court-appointed official within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning property of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CUSTODIAN	NAME AND LOCATION OF COURT CASE TITLE & NUMBER	DATE OF ORDER	DESCRIPTION AND VALUE OF PROPERTY
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7. Gifts

None List all gifts or charitable contributions made within **one year** immediately preceding the commencement of this case except ordinary and usual gifts to family members aggregating less than \$200 in value per individual family member and charitable contributions aggregating less than \$100 per recipient. (Married debtors filing under chapter 12 or chapter 13 must include gifts or contributions by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF PERSON OR ORGANIZATION	RELATIONSHIP TO DEBTOR, IF ANY	DATE OF GIFT	DESCRIPTION AND VALUE OF GIFT
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8. Losses

None List all losses from fire, theft, other casualty or gambling within **one year** immediately preceding the commencement of this case or since the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include losses by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

DESCRIPTION AND VALUE OF PROPERTY	DESCRIPTION OF CIRCUMSTANCES AND, IF LOSS WAS COVERED IN WHOLE OR IN PART BY INSURANCE, GIVE PARTICULARS	DATE OF LOSS
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9. Payments related to debt counseling or bankruptcy

None List all payments made or property transferred by or on behalf of the debtor to any persons, including attorneys, for consultation concerning debt consolidation, relief under the bankruptcy law or preparation of the petition in bankruptcy within **one year** immediately preceding the commencement of this case.

NAME AND ADDRESS OF PAYEE	DATE OF PAYMENT, NAME OF PAYOR IF OTHER THAN DEBTOR	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
Macdonald & Associates 221 Sansome Street, Third Floor San Francisco, CA 94104	March 27, 2009	\$75,000.00 retainer (includes \$1,039.00 chapter 11 filing fee)

10. Other transfers

None a. List all other property, other than property transferred in the ordinary course of the business or financial affairs of the debtor, transferred either absolutely or as security within **two years** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include transfers by either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF TRANSFeree, RELATIONSHIP TO DEBTOR	DATE	DESCRIBE PROPERTY TRANSFERRED AND VALUE RECEIVED
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None b. List all property transferred by the debtor within **ten years** immediately preceding the commencement of this case to a self-settled trust or similar device of which the debtor is a beneficiary.

NAME OF TRUST OR OTHER DEVICE	DATE(S) OF TRANSFER(S)	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY OR DEBTOR'S INTEREST IN PROPERTY
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11. Closed financial accounts

None List all financial accounts and instruments held in the name of the debtor or for the benefit of the debtor which were closed, sold, or otherwise transferred within **one year** immediately preceding the commencement of this case. Include checking, savings, or other financial accounts, certificates of deposit, or other instruments; shares and share accounts held in banks, credit unions, pension funds, cooperatives, associations, brokerage houses and other financial institutions. (Married debtors filing under chapter 12 or chapter 13 must include information concerning accounts or instruments held by or for either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF INSTITUTION	TYPE OF ACCOUNT, LAST FOUR DIGITS OF ACCOUNT NUMBER, AND AMOUNT OF FINAL BALANCE	AMOUNT AND DATE OF SALE OR CLOSING
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12. Safe deposit boxes

None

■ List each safe deposit or other box or depository in which the debtor has or had securities, cash, or other valuables within **one year** immediately preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include boxes or depositories of either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF BANK OR OTHER DEPOSITORY	NAMES AND ADDRESSES OF THOSE WITH ACCESS TO BOX OR DEPOSITORY	DESCRIPTION OF CONTENTS	DATE OF TRANSFER OR SURRENDER, IF ANY
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13. Setoffs

None

■ List all setoffs made by any creditor, including a bank, against a debt or deposit of the debtor within **90 days** preceding the commencement of this case. (Married debtors filing under chapter 12 or chapter 13 must include information concerning either or both spouses whether or not a joint petition is filed, unless the spouses are separated and a joint petition is not filed.)

NAME AND ADDRESS OF CREDITOR	DATE OF SETOFF	AMOUNT OF SETOFF
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14. Property held for another person

None

■ List all property owned by another person that the debtor holds or controls.

NAME AND ADDRESS OF OWNER	DESCRIPTION AND VALUE OF PROPERTY	LOCATION OF PROPERTY
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15. Prior address of debtor

None

■ If the debtor has moved within **three years** immediately preceding the commencement of this case, list all premises which the debtor occupied during that period and vacated prior to the commencement of this case. If a joint petition is filed, report also any separate address of either spouse.

ADDRESS	NAME USED	DATES OF OCCUPANCY
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16. Spouses and Former Spouses

None

■ If the debtor resides or resided in a community property state, commonwealth, or territory (including Alaska, Arizona, California, Idaho, Louisiana, Nevada, New Mexico, Puerto Rico, Texas, Washington, or Wisconsin) within **eight years** immediately preceding the commencement of the case, identify the name of the debtor's spouse and of any former spouse who resides or resided with the debtor in the community property state.

NAME

17. Environmental Information.

For the purpose of this question, the following definitions apply:

"Environmental Law" means any federal, state, or local statute or regulation regulating pollution, contamination, releases of hazardous or toxic substances, wastes or material into the air, land, soil, surface water, groundwater, or other medium, including, but not limited to, statutes or regulations regulating the cleanup of these substances, wastes, or material.

"Site" means any location, facility, or property as defined under any Environmental Law, whether or not presently or formerly owned or operated by the debtor, including, but not limited to, disposal sites.

"Hazardous Material" means anything defined as a hazardous waste, hazardous substance, toxic substance, hazardous material, pollutant, or contaminant or similar term under an Environmental Law

None a. List the name and address of every site for which the debtor has received notice in writing by a governmental unit that it may be liable or potentially liable under or in violation of an Environmental Law. Indicate the governmental unit, the date of the notice, and, if known, the Environmental Law:

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None b. List the name and address of every site for which the debtor provided notice to a governmental unit of a release of Hazardous Material. Indicate the governmental unit to which the notice was sent and the date of the notice.

SITE NAME AND ADDRESS	NAME AND ADDRESS OF GOVERNMENTAL UNIT	DATE OF NOTICE	ENVIRONMENTAL LAW
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None c. List all judicial or administrative proceedings, including settlements or orders, under any Environmental Law with respect to which the debtor is or was a party. Indicate the name and address of the governmental unit that is or was a party to the proceeding, and the docket number.

NAME AND ADDRESS OF GOVERNMENTAL UNIT	DOCKET NUMBER	STATUS OR DISPOSITION
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18 . Nature, location and name of business

None a. *If the debtor is an individual*, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was an officer, director, partner, or managing executive of a corporation, partner in a partnership, sole proprietor, or was self-employed in a trade, profession, or other activity either full- or part-time within **six years** immediately preceding the commencement of this case, or in which the debtor owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

If the debtor is a partnership, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities, within **six years** immediately preceding the commencement of this case.

If the debtor is a corporation, list the names, addresses, taxpayer identification numbers, nature of the businesses, and beginning and ending dates of all businesses in which the debtor was a partner or owned 5 percent or more of the voting or equity securities within **six years** immediately preceding the commencement of this case.

NAME	LAST FOUR DIGITS OF SOCIAL-SECURITY OR OTHER INDIVIDUAL TAXPAYER-I.D. NO. (ITIN)/ COMPLETE EIN	ADDRESS	NATURE OF BUSINESS	BEGINNING AND ENDING DATES
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None b. Identify any business listed in response to subdivision a., above, that is "single asset real estate" as defined in 11 U.S.C. § 101.

NAME	ADDRESS
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The following questions are to be completed by every debtor that is a corporation or partnership and by any individual debtor who is or has been, within **six years** immediately preceding the commencement of this case, any of the following: an officer, director, managing executive, or owner of more than 5 percent of the voting or equity securities of a corporation; a partner, other than a limited partner, of a partnership, a sole proprietor or self-employed in a trade, profession, or other activity, either full- or part-time.

*(An individual or joint debtor should complete this portion of the statement **only** if the debtor is or has been in business, as defined above, within six years immediately preceding the commencement of this case. A debtor who has not been in business within those six years should go directly to the signature page.)*

19. Books, records and financial statements

None a. List all bookkeepers and accountants who within **two years** immediately preceding the filing of this bankruptcy case kept or supervised the keeping of books of account and records of the debtor.

NAME AND ADDRESS

Michael Nepodal
California Mortgage and Realty, Inc.
62 First Street
San Francisco, CA 94105

DATES SERVICES RENDERED
Controller 2005-2008

James Gala
California Mortgage and Realty, Inc.
62 First Street
San Francisco, CA 94105

CFO 2006-2008

Graham Seel
California Mortgage and Realty, Inc.
62 First Street
San Francisco, CA 94105

Senior Vice President 2007-Present

None b. List all firms or individuals who within the **two years** immediately preceding the filing of this bankruptcy case have audited the books of account and records, or prepared a financial statement of the debtor.

NAME

Perry-Smith, LLP

ADDRESS

c/o Michael Soza
One Embarcadero Center, Suite 1330
San Francisco, CA 94111

DATES SERVICES RENDERED
2007 through 2009

Armanino-McKenna

12776 Alcosta Blvd, Suite 500
San Ramon, CA 94583

2006

None c. List all firms or individuals who at the time of the commencement of this case were in possession of the books of account and records of the debtor. If any of the books of account and records are not available, explain.

NAME

California Mortgage and Realty, Inc.
Manager of Debtor

ADDRESS

62 First Street, 4th Fl.
San Francisco, CA 94105

None d. List all financial institutions, creditors and other parties, including mercantile and trade agencies, to whom a financial statement was issued by the debtor within **two years** immediately preceding the commencement of this case.

NAME AND ADDRESS

Members of CMR Mortgage Fund III, LLC

DATE ISSUED

All members of the debtor receive periodic financial statements

20. Inventories

None a. List the dates of the last two inventories taken of your property, the name of the person who supervised the taking of each inventory, and the dollar amount and basis of each inventory.

DATE OF INVENTORY

INVENTORY SUPERVISOR

DOLLAR AMOUNT OF INVENTORY
 (Specify cost, market or other basis)

None b. List the name and address of the person having possession of the records of each of the two inventories reported in a., above.

DATE OF INVENTORY

NAME AND ADDRESSES OF CUSTODIAN OF INVENTORY RECORDS

21 . Current Partners, Officers, Directors and Shareholders

None a. If the debtor is a partnership, list the nature and percentage of partnership interest of each member of the partnership.

NAME AND ADDRESS	NATURE OF INTEREST	PERCENTAGE OF INTEREST
None <input type="checkbox"/> b. If the debtor is a corporation, list all officers and directors of the corporation, and each stockholder who directly or indirectly owns, controls, or holds 5 percent or more of the voting or equity securities of the corporation.		
NAME AND ADDRESS California Mortgage & Realty, Inc. 62 First Street, Fourth Floor San Francisco, CA 94105	TITLE Manager	NATURE AND PERCENTAGE OF STOCK OWNERSHIP Debtor is managed by California Mortgage and Realty, Inc. Debtor is an LLC with 717 members, none of which own 5% or more of the membership interests of the LLC.

22 . Former partners, officers, directors and shareholders

None a. If the debtor is a partnership, list each member who withdrew from the partnership within **one year** immediately preceding the commencement of this case.

NAME	ADDRESS	DATE OF WITHDRAWAL
None <input checked="" type="checkbox"/> b. If the debtor is a corporation, list all officers, or directors whose relationship with the corporation terminated within one year immediately preceding the commencement of this case.		

NAME AND ADDRESS	TITLE	DATE OF TERMINATION
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23 . Withdrawals from a partnership or distributions by a corporation

None If the debtor is a partnership or corporation, list all withdrawals or distributions credited or given to an insider, including compensation in any form, bonuses, loans, stock redemptions, options exercised and any other perquisite during **one year** immediately preceding the commencement of this case.

NAME & ADDRESS OF RECIPIENT, RELATIONSHIP TO DEBTOR	DATE AND PURPOSE OF WITHDRAWAL	AMOUNT OF MONEY OR DESCRIPTION AND VALUE OF PROPERTY
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24. Tax Consolidation Group.

None If the debtor is a corporation, list the name and federal taxpayer identification number of the parent corporation of any consolidated group for tax purposes of which the debtor has been a member at any time within **six years** immediately preceding the commencement of the case.

NAME OF PARENT CORPORATION	TAXPAYER IDENTIFICATION NUMBER (EIN)
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25. Pension Funds.

None If the debtor is not an individual, list the name and federal taxpayer identification number of any pension fund to which the debtor, as an employer, has been responsible for contributing at any time within **six years** immediately preceding the commencement of the case.

NAME OF PENSION FUND	TAXPAYER IDENTIFICATION NUMBER (EIN)
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DECLARATION UNDER PENALTY OF PERJURY ON BEHALF OF CORPORATION OR PARTNERSHIP

I declare under penalty of perjury that I have read the answers contained in the foregoing statement of financial affairs and any attachments thereto and that they are true and correct to the best of my knowledge, information and belief.

Date April 21, 2009

Signature /s/ Graham Seel
Graham Seel
Senior VP of Manager, California Mortgage and Realty,
Inc.

[An individual signing on behalf of a partnership or corporation must indicate position or relationship to debtor.]

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571